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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
RESIDENTIAL CAPITAL, LLC., <i>et al.</i> ,)	
)	Case No. 12-12020 (MG)
Debtors.)	
)	Jointly Administered

NOTICE OF APPEARANCE

PLEASE TAKE NOTICE the law firm of Fried, Frank, Harris, Shriver & Jacobson LLP, by the undersigned, hereby appears as counsel for (i) Citigroup Global Markets Inc. (“**Citigroup**”), (ii) Deutsche Bank Securities Inc. (“**DBSI**”) and (iii) Goldman, Sachs & Co. (“**GS&Co.**”) and (iv) UBS Securities, LLC (“**UBS**” and together with Citigroup, DBSI and GS&Co., the “**RALI Certificate Underwriters**”) in their capacities as underwriters in connection with certain Residential Accredit Loans, Inc. (“**RALI**”) Mortgage Asset-Backed Pass-Through Certificates offered by certain RALI trusts, creditors in the above-captioned case. Pursuant to Section 1109(b) of title 11 of the United States Code and Rule 9010 of the Federal Rules of Bankruptcy Procedure, the RALI Certificate Underwriters request that all notices that are required to be given and all pleadings and orders that are required to be served in the above-captioned chapter 11 matter, be served to the following addresses:

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PLEASE TAKE FURTHER NOTICE that the forgoing request includes not only the notices, pleadings, and orders referred to in the rules specified above, but also includes, without limitation, all other notices, papers, applications, motions, petitions, pleadings, requests, complaints or demands, whether formal or informal, whether written or oral, and whether transmitted or conveyed by mail, hand delivery, telephone, facsimile, electronic mail, or otherwise, which affects the above captioned Debtors, property in their possession, custody, or control or the administration of the Debtors' bankruptcy cases.

PLEASE TAKE FURTHER NOTICE that the RALI Certificate Underwriters do not intend, through this Notice of Appearance, or any later appearance, pleading, claim, or suit, to waive (i) their rights to have final orders in non-core matters entered only after de novo review by a United States District Court Judge, (ii) their rights to a trial by jury in any proceeding so triable in this case or any case, controversy or proceeding related to this case, (iii) their rights to have the United States District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (iv) any other rights, claims, actions, defenses, setoffs, recoupments or remedies to which they are or may be entitled under agreements, in law or in equity, all of which rights, claims, actions, defenses, setoffs, recoupments and remedies the RALI Certificate Underwriters expressly reserve.

Dated: New York, New York
June 19, 2013

Respectfully Submitted,

By: /s/ Gary L. Kaplan
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